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Attorneys for Defendants
 TESLA MOTORS, INC. and ELON MUSK

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ROSS WEINTRAUB, Derivatively on Behalf of) Case No. 5:14-CV-02817-CRB
 Nominal Defendant TESLA MOTORS, INC.,)

Plaintiff,

v.

ELON MUSK, BRAD W. BUSS, IRA
 EHRENPREIS, ANTONIO J. GRACIAS,
 STEVE JURVETSON,
 HARALD KROEGER, and KIMBAL MUSK,.

Defendants.

-and-

TESLA MOTORS, INC.,

Nominal Defendant

STIPULATION AND [PROPOSED] ORDER
STAYING LITIGATION PENDING
DISPOSITION OF MOTION TO DISMISS
IN A RELATED CASE

Ctrm: 6, 17th Floor
 Judge: Charles R. Breyer

STIPULATION

WHEREAS, on November 8, 2013, the case now entitled *In re Tesla Motors, Inc. Securities Litigation*, Case No. 13-cv-5216 (the “Securities Action”) was filed in this Court;

WHEREAS, on June 16, 2014, Defendants Tesla Motors, Inc. (“Tesla”) and Elon Musk in the case *In re Tesla Motors, Inc. Securities Litigation*, Case No. 13-cv-5216 filed a motion to dismiss the second amended class action complaint in the Securities Action, and a hearing on that motion to dismiss is scheduled for September 26, 2014, before the Honorable Charles R. Breyer;

WHEREAS, on June 18, 2014, plaintiff Ross Weintraub filed a shareholder derivative complaint in this case, *Ross Weintraub, Derivatively on Behalf of Nominal Defendant Tesla Motors, Inc. v. Elon Musk, et al.*, Case No. 5:14-cv-2817 (the “Derivative Action”);

WHEREAS, the Securities Action and Derivative Action contain similar factual allegations and certain damages alleged in the Derivative Action arise from the costs incurred by Tesla to litigate and to satisfy any potential judgment that may be entered in Securities Action and to that extent, are dependent on the Court’s determination of those claims;

WHEREAS, the parties want to conserve judicial resources and avoid incurring unnecessary costs litigating the Derivative Action during the pendency of the motion to dismiss in the Securities Action;

WHEREAS, both Tesla and plaintiff Weintraub, who has filed the Derivative Action on behalf of Tesla, agree that a stay as described below is in Tesla’s best interest;

THEREFORE, IT IS HEREBY STIPULATED AND AGREED by and between the parties to the above-captioned action, through their respective counsel, and subject to Court approval, that:

1. All proceedings in this action shall be stayed pending disposition of the motion to dismiss in the Securities Action.

2. All due dates under the Local Rules, Federal Rules of Civil Procedure, and Orders of this Court shall be suspended pending disposition of the motion to dismiss in the Securities Action.

1 3. All discovery shall be suspended pending disposition of the motion to dismiss in
2 the Securities Action.

3 4. The stay is without prejudice to any party's right to seek an additional stay or other
4 relief upon disposition of the pending motion to dismiss in the Securities Action.

5 Dated: August 19, 2014

Respectfully submitted,

IRELL & MANELLA LLP

9 By: /s/ Charles Elder

Charles Elder
Attorneys for Defendants TESLA MOTORS,
INC. and ELON MUSK

12 Dated: August 19, 2014

HYNES KELLER & HERNANDEZ, LLC

15 By: /s/ Beth A. Keller

Beth A. Keller
Attorneys for Plaintiff ROSS WEINTRAUB

17 **[Proposed] ORDER**

18 Pursuant to the foregoing stipulation, and good cause having been shown, IT IS SO
19 ORDERED.

20 Dated this ____ day of _____, 2014

23 _____
Hon. Charles R. Breyer
United States District Judge

SIGNATURE ATTESTATION

Pursuant to Civil Local Rule 5-1(i)(3), I, Charles E. Elder, attest that concurrence in the filing of this document has been obtained from Beth A. Keller.

/s/ Charles Elder

Charles Elder